

August 18, 2006

Mail Stop 4561

Mr. Michael J. Cavanagh
Chief Financial Officer
JP Morgan Chase & Co.
270 Park Avenue
New York, NY 10017

**RE: JPMorgan Chase & Co.
Form 10-K for the Fiscal Year Ended December 31, 2005
Filed March 9, 2006
File No. 1-5805**

Dear Mr. Cavanagh:

We have completed our review of your Form 10-K and have no further comments at this time.

Sincerely,

Joyce Sweeney
Accounting Branch Chief